ARNOLD & PORTER LLP

Richard L. Rosen
Richard.Rosen@aporter.com

+1 202.942.5499
+1 202.942.5999 Fax

555 Twelfth Street, NW
Washington, DC 20004-1206

June 24, 2011

VIA ELECTRONIC SUBMISSION

Marlene H. Dortch, Esq.
Secretary
Office of the Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: Notice of Ex Parte Presentation: *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65
REDACTED – FOR PUBLIC INSPECTION

Dear Ms. Dortch:

On June 23, 2011, William Hogg, William R. Drexel, James Meza III, Joan Marsh, Gary L. Phillips, and Jack S. Zinman of AT&T Inc. ("AT&T"); Richard L. Rosen of Arnold & Porter LLP and David Lawson of Sidley Austin LLP, representing AT&T; and Dr. Kim Kyllesbech Larsen, of Deutsche Telekom AG ("DT"); Thomas J. Sugrue of T-Mobile USA; Nancy Victory and Michael Senkowski of Wiley Rein LLP; and George S. Cary and Alex Sistla of Cleary Gottlieb Steen and Hamilton LLP, representing DT, met in person with Renata Hesse, the FCC's Senior Counsel to the Chairman for Transactions; Josh Gottheimer and Amy Levine of the FCC's Office of the Chairman; Jim Bird and Michael Steffen of the Office of the FCC's Office of the General Counsel; Rick Kaplan, James Schlichting, Tom Peters, and Peter Trachtenberg of the FCC's Wireless Telecommunications Bureau; Paul De Sa of the FCC's Office of Strategic Planning and Policy Analysis; and Gregory Rosston, the FCC's Senior Economist for Transactions. Jonathan Baker, the FCC's Senior Economist for Transactions, and Austin Schlick, the FCC's General Counsel, attended by phone. The purpose of the meeting was to discuss the public interest benefits in the above-referenced matter.

In the meeting, AT&T and DT discussed the network benefits set forth on pages 1-21 of the attached presentation.

In accordance with the Protective Order[1] and Second Protective Order[2] in the above-referenced proceeding, enclosed please find two redacted copies of the presentation. Unredacted Highly Confidential paper copies are being delivered today to Kathy Harris of the Wireless Telecommunications Bureau or her designee. A CD-ROM containing an Unredacted Highly Confidential copy of the presentation is being hand delivered to your office today under seal.

In accordance with Commission rules, this letter is being filed electronically with your office for inclusion in the public record.

Please contact me regarding any questions.

Respectfully submitted,

Richard L. Rosen
Counsel for AT&T Inc.

cc (via email): Best Copy and Printing, Inc.
Kate Matraves
Renata Hesse
Josh Gottheimer
Jim Bird
Michael Steffen
James Schlichting
Rick Kaplan
Tom Peters
Peter Trachtenberg
Paul De Sa
Amy Levine
Gregory Rosston
Jonathan Baker
Austin Schlick

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[1] *In re Applications of AT&T Inc. & Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65, Protective Order, DA 11-674 (WTB rel. Apr. 14, 2011).

[2] *In re Applications of AT&T Inc. & Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65, Second Protective Order (Revised), DA 11-1100 (WTB rel. June 22, 2011).

AT&T Acquisition of T-Mobile USA

Presentation to the FCC

June 23, 2011

Significant Public Interest Benefits

- Creates additional capacity to address constraints facing both companies, resulting in:
  - Better service quality -- fewer dropped and failed calls, faster data speeds
  - A better platform for innovators
  - Expanded output, more efficient use of spectrum and more robust competition
- Expansion of LTE footprint to cover more than 97% of U.S. population
  - 55 million additional people and almost triple the land mass covered by incremental build
- Significant cost savings

Demand Outstripping Capacity

- Over next 5 years, AT&T projects data usage on its network to increase 8-10X
- In 2004, AT&T on average had to deploy an additional 10 MHz of spectrum every 2 years in major markets
- From 2008-2010, UMTS demand growth in some markets consumed 10 MHz in half that time or less
- Spectrum constraints felt sooner by AT&T due to more smartphones, rapidly accelerating use of tablets and other data devices, and need to devote spectrum to three network platforms: GSM, UMTS/HSPA and LTE

Both Companies Face Spectrum Constraints

- AT&T faces capacity exhaust in a large number of markets -- urban, suburban and rural areas:
  - Projections based on well-established engineering principles that AT&T uses in the ordinary course of business for network planning and capital budgeting
  - Reflect sector-by-sector analysis of ability to handle peak busy hour demand
- T-Mobile faces spectrum exhaust in various markets over next three years:
  - Exponential growth in data usage on its network --- projects 20-fold increase between 2010 and 2015
  - By 2014, T-Mobile projects that [redacted] of its markets could reach spectrum exhaustion
- T-Mobile lacks clear path to LTE

An Excellent Fit: 1+1=3

- Compatible technology, spectrum, and infrastructure create significant new capacity:
  - Common technology (GSM/HSPA/HSPA+)
  - Common spectrum (1900 and AWS)
  - Compatible infrastructure (well-matched cell site grids)

-> Result: New capacity to improve service quality and reallocate spectrum to more spectrally efficient technologies

Synergies Result in Significant New Capacity

- Greater network density --“instant cell splits” that double capacity in the areas served by the sites
  - T-Mobile sites can be rapidly integrated into AT&T network
  - Equivalent to more than 8 years of cell site adds at 2010 rate of additions
- Control channel efficiencies free up 4.8 to 10 MHz of spectrum
- Channel pooling and utilization efficiencies create additional capacity
- These efficiencies will have a multiplier effect by enabling migration of spectrum to more spectrally efficient technologies

Well-Matched Cell Site Grids

- AT&T conservatively estimates more than [redacted] T-Mobile cell sites are in locations that make them well-suited for integration
- Many are in the high-traffic areas where AT&T needs them most
- Complementary locations enables quick and efficient cell splits

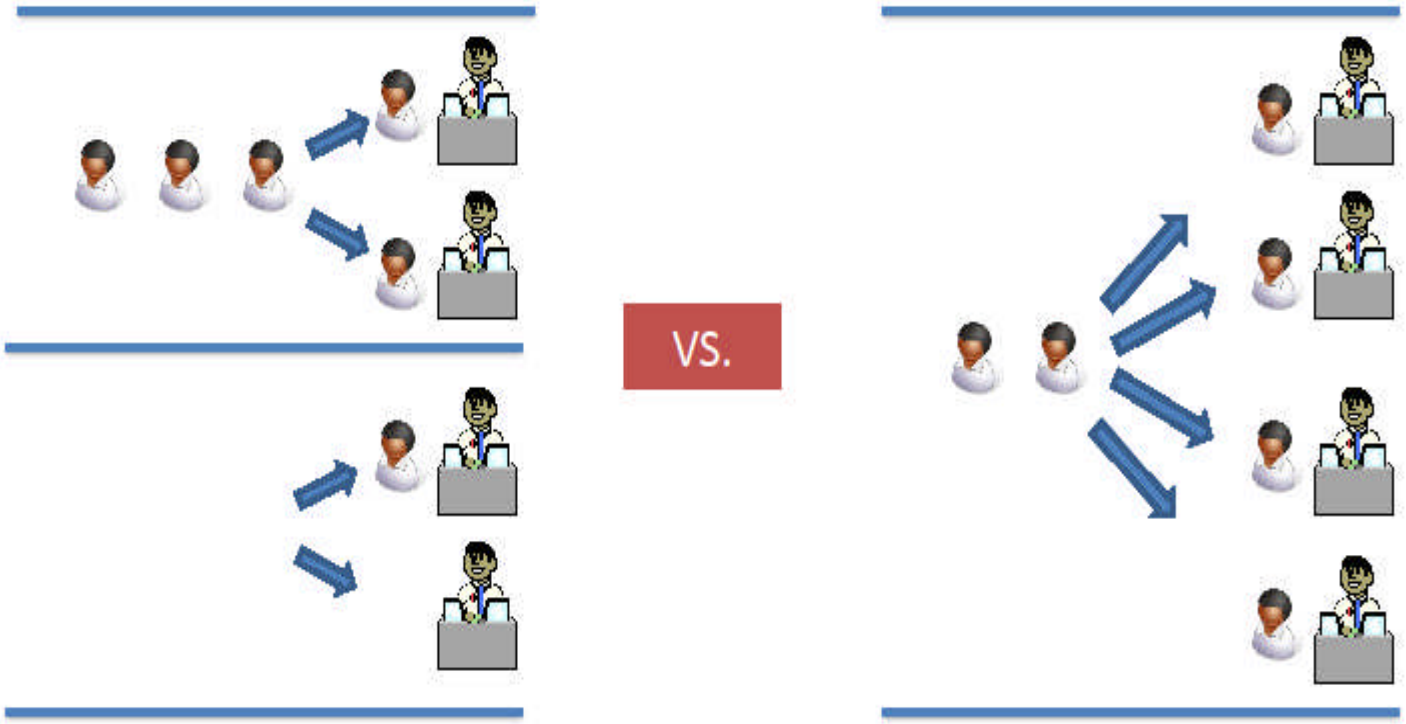
Integrated Cell Site Map
San Francisco

GSM Control Channel Efficiencies

- Both companies currently dedicate between 4.8 and 10 MHz of spectrum to GSM control channels which are used for network administration
- Elimination of redundant control channels frees up spectrum to address capacity constraints
    - Additional capacity can be used to address congestion on GSM network or be redeployed to increase capacity and improve performance of UMTS service
- Efficiency arises only from combining networks with the same underlying technology (GSM)

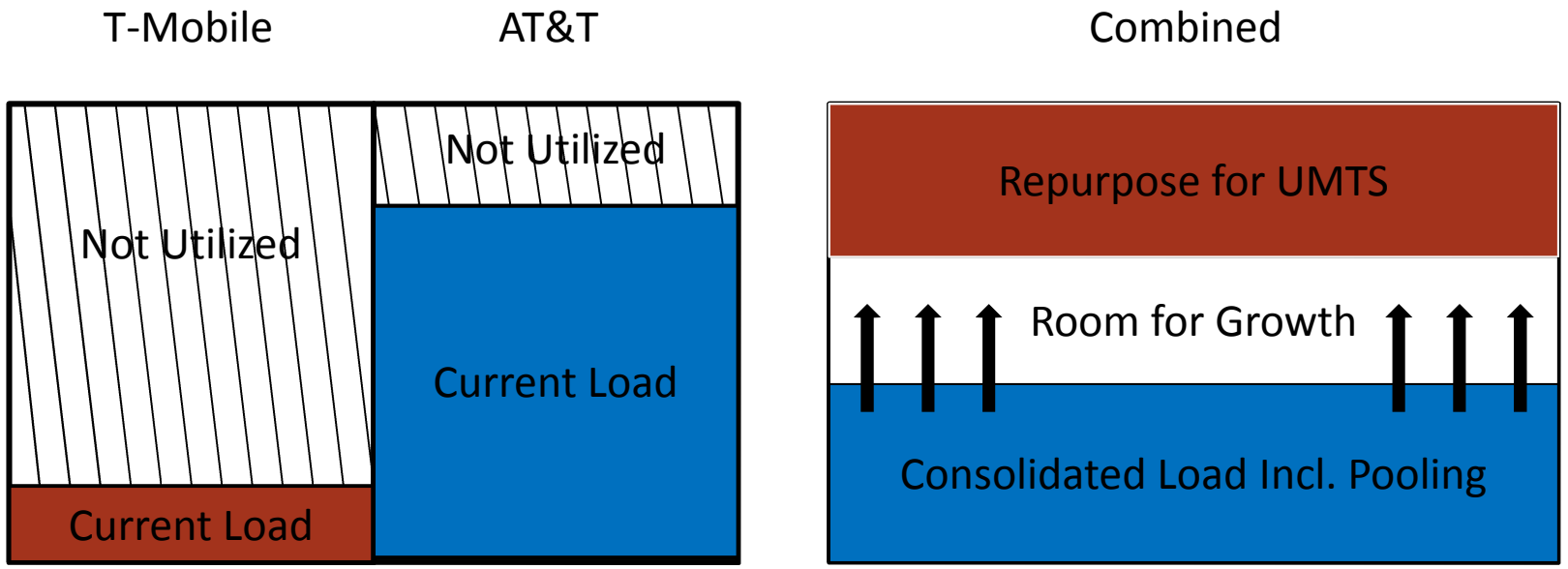
Channel Pooling Efficiencies

- Adds capacity by increasing the statistical probability of an open channel -- in congested as well as uncongested areas



Utilization Efficiencies

- Enables congestion relief or repurposing of freed up capacity on either network to more efficient technologies



Opponents' Merger Synergy Arguments

- AT&T could solve its capacity problems if it used all of its spectrum
- AT&T did not quantify its efficiency gains with enough precision
- AT&T could gain sufficient capacity without the merger by:
  - adding cell sites
  - using available technology to increase capacity or off-load traffic from its network
  - acquiring spectrum, and/or
  - migrating customers more quickly to UMTS and LTE
  - establishing network sharing arrangements

→ None of these arguments has merit

AT&T is Using All Available Spectrum

- AWS and 700 MHz bands are dedicated to LTE, which AT&T is launching this summer
- AT&T's embedded base of 97M GSM and UMTS/HSPA customers do not have handsets that can be used with 700 MHz or AWS spectrum
- Qualcomm spectrum cannot be used with existing handsets, will not be available until late 2014 at the earliest, and will provide only a supplement to downlink capacity
- WCS spectrum is not suitable for mobile broadband deployment

Efficiency Gains are Real and Substantial

- AT&T has provided conservative estimates of the range of efficiency gains that can be expected with a high degree of confidence
- Those estimates are consistent with sound engineering principles, as confirmed by Mssrs. Hogg and Larsen, Professor Reed and Dr. Tripathi
- Professor Carlton's estimates of some of the relative efficiency gains in 14 markets further corroborates that those gains will be substantial
- The exact quantification demanded by merger opponents is neither necessary nor possible due to real world complexity of network engineering

Opponents' Alternatives Are Not the Answer

Cell Sites

- AT&T could not add anything close to [redacted] cell sites in a remotely comparable time frame:
  - Suitable site options much more limited for mature networks
  - The process of adding a site is fraught with delay -- zoning, permits, leases, etc.
  - AT&T was able to deploy about [redacted] site adds last year – less than planned and budgeted
  - Opponents' purported examples of faster build rates are misleading and inapt

- AT&T already has over [redacted] more cell sites than Verizon

Alternatives Not Comparable (cont'd)

Off-Loading Technologies

- AT&T already uses all off-loading technologies identified by opponents:
  - Over [redacted] Wi-Fi hotspots (nation's largest Wi-Fi network) with nearly [redacted] more by end of 2012
  - Pioneered hotzones (15 deployed with [redacted])
  - [redacted] DAS systems
  - [redacted] femtocells

- Off-loading technologies can improve capacity in localized areas but do not offer solution to broader capacity exhaust issues

Alternatives Not Comparable (cont'd)

Repurposing Spectrum

- AT&T already aggressively repurposes spectrum to more efficient technologies wherever possible (NYC example)
- We cannot migrate our 97M subscribers off our GSM/UMTS networks quickly enough to provide near term capacity relief
- Experience demonstrates that, even with incentives, large migrations take many years

Network Sharing

- RAN sharing short of full integration does not deliver the same capacity gains
- Presents complex and challenging operational and governance issues
- Delays

Merger Will Enable Broader AND More Robust LTE Rollout

- Additional AWS spectrum will fill in holes where we have little or no 700 or AWS to launch LTE:
  - In [redacted] CMAs, covering [redacted] POPs, where we have no 700/AWS today
  - In nearly [redacted] CMAs, covering [redacted] POPs, where we have thin 700/AWS holdings
  - Permits 2 x 10 LTE deployment in several major markets
- Provides additional scale, scope and resources

LTE: Dramatic Technology Improvement

- Faster peak data speeds
- Greater spectral efficiency which continues to improve with wider bandwidth
- Reduced latency
  - Improved experience for video, healthcare, gaming, and other real-time applications
- Catalyst for growth (e.g., healthcare, energy, education)

Consumer Benefits: LTE Build Out

- AT&T will deploy LTE within six years of closing to over 97% of Americans
- This deployment will cover 55 million more Americans than AT&T's plans without this merger
- Will help achieve the Administration's broadband deployment objectives
- AT&T's broader LTE deployment will expand opportunities for traditionally under-served communities

AT&T's Non-Merger LTE Build Plan Already Takes the Competition into Account

- Opponents claim that AT&T would build to 97% of the population even without the merger to meet competition from Verizon, but:
  - Our current 80% deployment plan of record took competitive considerations into account
  - The incremental build is expensive – covers almost triple the land mass and average cost per POP is double
  - Verizon is situated differently from AT&T in key respects:
    - Spectrum holdings
    - Single chip handsets
    - EVDO v HSPA+

Competition Will Remain Robust

- As virtually all merger opponents concede, the wireless industry is vigorously competitive
  - Declining prices:
    - Voice: Average revenue per minute dropped 88% between June 1996 and June 2010
    - Text: Average revenue per text message dropped 70% between 2005 and 2008
    - Data: AT&T's average revenue per megabyte of data dropped almost 90% since 2007

Competition Will Remain Robust (cont'd)

- Expanding Output
  - Huge expansion of broadband data usage
- Rapid Innovation
  - Chairman Genachowski: "Robust networks and powerful devices are allowing us to do all kinds of things we could barely have imagined a few years ago."
- Massive Investment and Technology Upgrades
  - Billions in cap ex despite worst recession in decades
- Rapid Growth of Emerging Competitors
- Enormous Advertising Expenditures
  - Top 5 of all U.S. industries

Competition Will Remain Robust (cont'd)

- ~75% of all Americans live in areas with 5 or more competitors
- Competitors include not only Verizon but also:
  - A resurgent Sprint
  - Industry mavericks, MetroPCS and Leap
  - Regional providers with strong presences in the areas they serve
  - New entrants

Market Definitions That Exclude Most Providers From The Analysis Are Unavailing

Geographic Market Definition

- Consistent Commission and DOJ precedent holds that relevant geographic markets are local
- Consumers in a local market choose from among the providers that market and sell service in that market
- AT&T, T-Mobile and others have decentralized their sales and marketing organizations to respond to local market conditions
- We supplement our national ads with targeted local advertising and we offer targeted local discounts and promotions to respond to local competition
- AYCE and regional providers have thrived although they do not market and sell their services in all markets

Market Definitions (cont'd)

Product Market

- FCC has consistently evaluated transactions using a combined mobile telephony/broadband services product market
- No separate market for no contract ("prepaid") services:
  - Many customers switching from contract to no contract – 1/3 of Metro's gross adds 1Q11 were former postpaid customers
  - "Prepaid as a whole is beginning to cannibalize postpaid." (Sprint CEO, 5/1/10)
- No separate market for smartphone services:
  - Market does not stand still long enough to accommodate snapshot-in-time definitions based on specific technologies
  - AYCE and regional carriers offer smartphones and data plans
- AYCE and regional providers offer voice and data plans with nationwide coverage

MetroPCS and Leap/Cricket

- Industry "mavericks" offering increasingly popular unlimited no-contract voice and data plans at low rates with nationwide coverage
- Collectively serve markets with more than 200 million POPs
- Offer smartphones, data plans and advanced features
  - Metro was 1st to offer LTE and 1st with LTE smartphone
  - Leap has nationwide 3G coverage and is upgrading to LTE
- Metro and Leap had more net retail subscriber adds in 1st Q 2011 than VZ and AT&T combined

MetroPCS

- 33% subscriber CAGR since 2005; added 725,000 more net retail subs in Q1 2011 alone, to 8.9M total subscribers
- Over 20% share in Miami, double digit share in San Francisco, Dallas, Detroit, West Palm Beach, Sacramento
  - Even higher flow shares (share of gross adds)
- MetroPCS has surpassed T-Mobile in several major markets: [redacted]
- "All of our service plans include a nationwide footprint….that really puts us on par from a footprint standpoint on a combined network that is actually a tad bit larger than the Sprint network." Braxton Carter, CFO, March 3, 2011

Leap/Cricket

- Has quadrupled customer base in last 7 years to nearly 6 million subscribers
- Gained 331,000 net subs in Q1 2011
- Commercial LTE trial planned in late 2011. Long-term roaming agreement with LightSquared to supplement LTE coverage
- Offers advanced devices (e.g., Blackberry, Android, and plans for the ViewSonic Google Android Tablet)
- "10 percent of Leap's customer base moved to smartphones in the carrier's fourth quarter, and fully 40 percent of the carrier's new customers choose smartphones." (Matt Stoiber, Vice President & General Manager of Device Development, March 24, 2011)

Sprint

- A resurgent Sprint added 1.1 million total wireless net subscribers in the first quarter of 2011 – its "best [performance] in five years[.]"
  - According to Sprint, this performance made the Sprint brand "the fastest growing national post-paid wireless brand in the country as measured by net subscriber growth."
  - Sprint further reported "its best postpaid churn number ever" and its "thirteenth consecutive quarter of improvement in customer care satisfaction." (1Q11 Earnings Call, 4/28/11)
- Recent Consumer Reports tied Sprint with Verizon in terms of consumer satisfaction
- Sprint claims to have the largest 4G device portfolio of any wireless carrier in the U.S.
  - Long-term agreement with Motorola; will launch more than 10 new Motorola wireless devices in 2011 "bringing revolutionary performance, speed and design to Sprint customers." (Sprint, 6/9/11)

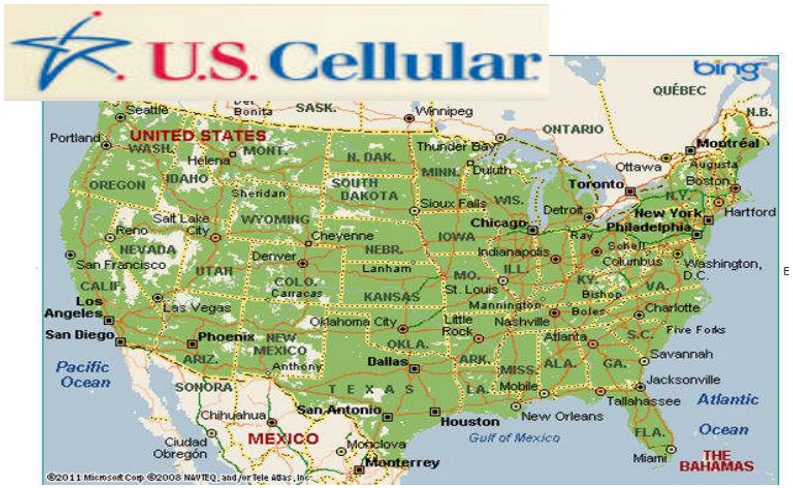
Verizon Wireless

- Strong spectrum position (700 MHz) nationwide for LTE build
- Launching largest 4G LTE network in the United States
  - "Providing speeds up to 10 times faster" than its 3G network (Verizon Press Release, 3/29/11)
- Launch of suite of 10 devices for its 4G LTE network available by mid-2011
  - ThunderBolt "blew away not only common 3G phone speeds, but the 4G speeds offered by rival carriers. In fact it was **faster than many home land-line Internet connections**." (Verizon's ThunderBolt Moves Like Lightning, WSJ, March 24, 2011)

Strong Regional Competitors Offering National Plans

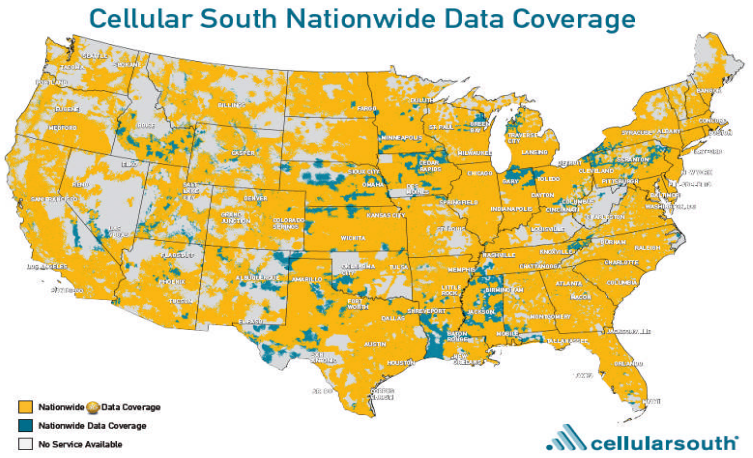
US Cellular

- Serves about 6 million customers in 126 markets including in 26 U.S. states (e.g. Chicago, Milwaukee, St. Louis, Oklahoma City, Des Moines, Tulsa, Portland ME)
- Offers Nationwide 3G Service



Cellular South

- Serves ~900,000 subs in MS, AL, TN
- Launched Smartphone Unlimited nationwide plan for $79.99
- Claims broader 3G coverage than AT&T -- "the best phones, the best rate plans and the best coverage"



New Wholesale Suppliers

- LightSquared
  - Building nationwide LTE network
  - Launch in 2H 2011; will cover 100 million POPs by the end of 2012, 260 million POPs when complete
  - Agreements with Leap, BestBuy and Sprint
- Clearwire
  - Largest spectrum holder
  - Wholesale model to provide 4G WiMAX
    - Arrangements with Sprint, Best Buy
  - Sprint holds a majority economic interest

Competition Will Remain Intense

- As a stand-alone competitor, T-Mobile faces significant challenges
  - Has steadily lost market share both nationally and across major markets over past two years
    - Lost 318,000 net contract subs in 4Q10 and 471,000 net contract subs in 1Q11 – its two worst quarters ever
    - 1Q11 had higher churn than no-contract providers
  - "Struggling for relevance" (J.P. Morgan, 1/11)
  - Faces spectrum constraints and lacks clear path to LTE
  - Can no longer rely on DT for investment support and must instead "fund its future itself"

Competition Will Remain Intense (cont'd)

- No prospect of anticompetitive coordination
  - Multiple dimensions of competition
  - Heterogeneous firms and positions
  - Numerous disruptive players
- No unilateral effects
  - Transaction will increase output
  - AT&T and T-Mobile are not particularly close substitutes
    - AT&T focuses primarily on Verizon
    - T-Mobile not exerting strong competitive pressure on AT&T
  - Competitors can and will reposition

“Duopoly” Concerns Are Meritless

- FCC data: ¾ of population with choice of 5 or more providers.
- Opponents offer no coherent duopoly theory
  - Postulate retail price increases which preserve carrier margins
  - Illogically assume coordination between AT&T and Verizon which are fierce competitors and engage in multi-faceted competition
  - Illogically assume a struggling T-Mobile with 11% of U.S. subs, a declining market share and no path to LTE, is all that stands between a vigorously competitive marketplace and a duopoly
  - Wrongly assume that transaction will foreclose competitors’ access to vital inputs

Inputs – Handsets

- Opponents' device portfolios belie claims that they are unable to obtain attractive devices. Some examples:
  - Sprint: award-winning EVO device; alliance with Motorola for 10 new devices in 2011
  - MetroPCS: "with world volume of handsets on a single 4G LTE standard, we have an opportunity for a substantial reduction in handset prices" . . . "we are very well positioned in this new Android world to provide subscribers a great value" (Earnings Call, 5/3/11)
  - MetroPCS recently touted an "extensive handset line-up" (4/27/11 ex parte)
  - U.S. Cellular: "the Android power devices that we introduced beginning in the second half of last year have put us in a very strong, competitive position relative to others" (Earnings Call, 5/6/11)
  - Cricket: two days ago, Huawei and Cricket announced their intent to bring a fully-featured high-end Android phone to market in the Fall, expected to be very competitively-priced

Inputs – Handsets (cont'd)

- Merger will not change competitors' access to handsets
  - The market for GSM handsets is global with 35 companies vying for market share
  - The combined company would represent 3% of global handset sales – no prospect of foreclosure
  - Nokia: "the proposed transaction is unlikely to have any effect on innovation in the device market or the availability of a wide range of devices with the most attractive features to all carriers[.]" (Nokia Comments, 5/31/11)

Inputs - Backhaul

- No merger-specific effect -- T-Mobile is not a provider or a sufficiently significant purchaser of backhaul services
  - T-Mobile backhaul purchases are a small fraction of special access services, contracts will be honored, backhaul demand rising sharply
  - Given “the incredible growth rate” in wireless usage, there will remain “a very large opportunity for a lot of the participants in our industry” after [the merger].” James Crowe, Level 3, CEO, May 3, 2011

Inputs – Backhaul (cont'd)

- Intense and escalating competition for backhaul
  - All major carriers are deploying or have announced plans for fiber and microwave to handle exploding mobile broadband traffic
    - Clearwire uses microwave for 90% of its backhaul
    - T-Mobile has upgraded most of its 3G/4G cell sites to Ethernet and uses ILECs at fewer than half of its 3G/4G sites
    - VZW is replacing *all* TDM backhaul with Ethernet because data demands "overwhelmed TDM" (Light Reading, 6/22/11)
    - ILECs have no legacy advantages -- since late 2009, AT&T has responded to RFPs to provide backhaul at [redacted] cell sites, and has won bids covering fewer than half those sites
  - TDM services are also competitively provided and subject to rate regulation in areas with less competition
    - Arguments about competition and suitability of regulatory framework are being considered in rulemaking and are not merger-specific

Inputs - Roaming

- The combined company could not use roaming to harm competition
  - Virtually all major wireless providers are CDMA-based
  - AT&T is a net purchaser of roaming services pursuant to reciprocal, bi-lateral arrangements and that will continue after the merger
  - AT&T has [redacted] 3G roaming agreements
  - FCC requires that roaming be offered on commercially reasonable terms -- these agreements can serve as benchmarks
  - Merger will have limited impact on roaming options even for GSM carriers, few of which have handsets banded to AWS
    - Merger will not impact LTE roaming since T-Mobile would not provide LTE roaming alternative

Background Material

MetroPCS

"All of our service plans include a nationwide footprint….that really puts us on par from a footprint standpoint on a combined network that is actually a tad bit larger than the Sprint network."

"By having a nationwide footprint of over 280 million POPs, we believe that it grows the pie that we can potentially sell to."

Braxton Carter, CFO, March 3, 2011

"We have seen in the increasing percentage of our gross adds coming from the lower part of the postpaid contract world…roughly a third of our customers are coming from that."

Braxton Carter, March 7, 2011, Raymond James Institutional Investor Conference

Leap/Cricket

“We have now got the devices, the service plans, and the nationwide 3G coverage our customers want and the combination is keeping customers with us longer. The result is a significant increase in customer lifetime value which validates that we're making the right investments in the right places.”

Doug Hutcheson, President & CEO, February 22, 2011

“10 percent of Leap's customer base moved to smartphones in the carrier's fourth quarter, and that fully 40 percent of the carrier's new customers choose smartphones.”

Matt Stoiber, Vice President & General Manager of Device Development, March 24, 2011